

# ITEL RAIL

55 Francisco  
San Francisco, California 94133  
(415) 955-9090  
Telex 34234

December 27, 1983

RECORDATION NO. *9279-B* Filed 1425

No. *4-019A029*

Date .. *JAN. 19. 1984...*

Fee \$ *10.00*.....

Ms. Agatha Mergenovich, Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

*JAN 19 1984 - 9 25 AM*

ICC Washington, D. C.

Dear Ms. Mergenovich:

Pursuant to 49 U.S.C. Section 11303(a) and the Interstate Commerce Commission's rules and regulations thereunder, I enclose herewith on behalf of Itel Corporation ("Itel"), successor in interest to S.S.I. Rail Corporation, for filing and recordation under the Lease Agreement executed on December 10, 1975 (the "Lease") between S.S.I. Rail Corporation and Vermont Railway, Inc. ("Lessee"), which was filed on March 13, 1978 at 2:20 p.m. and given recordation No. 9279, four counterparts of the following document:

Amendment No. 2 dated October 14, 1983 to the Lease between Itel and Lessee.

The names and addresses of the parties to the aforementioned Amendment are:

1. Vermont Railway, Inc.  
276 Battery Street  
Burlington, Vermont 05401
2. Itel Corporation, Rail Division  
55 Francisco, 7th Floor  
San Francisco, California 94133

RECEIVED  
JAN 19 9 26 AM '84  
I.C.C.  
FEDERATION BR

The equipment covered by this Amendment is fifty (50) boxcars, eleven feet one inch in height, fifty feet six inches in length and nine feet six inches in width, AAR Mechanical designation XM, bearing reporting marks GMRC 650-699.

*- No c says  
VTR*

Also enclosed is a check in the amount of \$ 10.00 for the required recording fee.

Ms. Agatha Mergenovich, Secretary  
December 27, 1983  
Page Two

Please stamp all counterparts of the enclosed Amendment with your official recording stamp. You will wish to retain one (1) counterpart of the document for your files; it is requested that the remaining three (3) counterparts be returned to the bearer of this letter.

Sincerely,

A handwritten signature in black ink, appearing to read 'Patricia Salas Pineda', written in a cursive style.

Patricia Salas Pineda  
Counsel

PSP:dmm  
Enclosures

cc: Virginia Hanger, Itel Rail Corporation  
Linda Lawrence, Itel Rail Corporation

Interstate Commerce Commission

Washington, D.C. 20423

1/19/84

OFFICE OF THE SECRETARY

Patricia Salas Pineda  
Itel Rail  
55 Francisco  
San Francisco, Calif. 94133

Dear

Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 1/19/84 at 10:00am and assigned re-recording number(s).

9279-B

Sincerely yours,

  
JAMES H. BAYNE

Secretary

Enclosure(s)

L-0556  
10/25/83

RECORDATION NO. 9279-B Filed 1425

JAN 19 1984 -9 25 AM

AMENDMENT NO. 2 INTERSTATE COMMERCE COMMISSION

THIS AMENDMENT NO. 2 (the "Amendment") to that certain Lease Agreement (the "Agreement") between SSI Rail Corp. and VERMONT RAILWAY, INC. ("Lessee") is made this 14th day of October, 1983 between ITEL RAIL CORPORATION, as successor in interest to Itel Corporation, Rail Division, which was successor in interest to SSI Rail Corp. ("Lessor") and Lessee.

W I T N E S S E T H :

WHEREAS, Lessor and Lessee are parties to the Agreement, pursuant to which one hundred ninety (190) boxcars ("Boxcars") described therein have been leased and delivered by Lessor to Lessee;

WHEREAS, Lessor and Lessee desire to amend the Agreement to reflect the addition of up to one hundred (100) items of equipment;

NOW, THEREFORE, in consideration of the mutual premises and agreements made herein, the parties hereto agree to amend the Agreement as follows:

1. All terms defined in the Agreement shall have their defined meanings when used in this Amendment.
2. Equipment Schedule No. 3, attached hereto, shall be added in its entirety.
3. Except as expressly modified by this Amendment, all terms and provisions of the Agreement shall remain in full force and effect.
4. This Amendment may be executed by the parties hereto in any number of counterparts and all said counterparts taken together shall be deemed to constitute one and the same instrument.

ITEL RAIL CORPORATION

By: 

Title: President

Date: 11/28/83

VERMONT RAILWAY, INC.

By: 

Title: PRESIDENT


Date: NOVEMBER 21, 1983

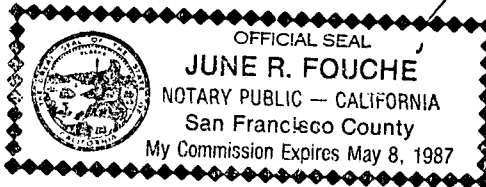
STATE OF CALIFORNIA

COUNTY OF SAN FRANCISCO

On this 28 day of November, 1983, before me personally appeared

Edward M. O'Dea, to me personally known, who being by me duly sworn says that such person is President of Irel Rail Corporation, that the foregoing Amendment No. 2 was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
\_\_\_\_\_  
Notary Public



STATE OF VERMONT )

COUNTY OF CHITTENDEN

On this 21st day of NOVEMBER, 1983, before me personally appeared

JOHN R. PENNINGTON

by me duly sworn says that such person is PRESIDENT of Vermont  
Railway, Inc., that the foregoing Amendment No. 2 was signed on behalf of said  
corporation by authority of its board of directors, and such person acknowledged that  
the execution of the foregoing instrument was the free act and deed of said corporation.

Barbara N. Wolcott

**Notary Public**

L-0556

EQUIPMENT SCHEDULE NO. 3

Itel Rail Corporation hereby leases the following Cars to Vermont Railway, Inc. subject to the terms and conditions of that certain Lease Agreement executed on December 10, 1975.

A.A.R. Mech. Desig.	Description	Numbers	Dimensions			Doors Width	No. of Cars
			Length	Inside Width	Height		
XM	Box, Plate B	VTR 650- 699	50'6"	9'6"	11'1"	10'	50
		<i>Ed</i> VTR 7700- 7749	50'6"	9'6"	10'7"	10'	50

ITEL RAIL CORPORATION

BY: *Edward M. Dea*

TITLE: *President*

DATE: *11/28/83*

VERMONT RAILWAY, INC.

BY: *John Remington*

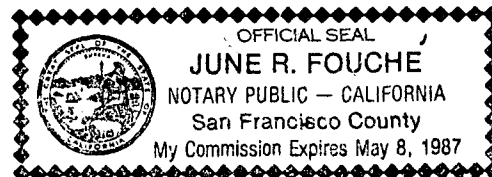
TITLE: PRESIDENT

DATE: NOVEMBER 21, 1983

STATE OF CALIFORNIA                    )  
                                                  )    **ss:**  
COUNTY OF SAN FRANCISCO            )

On this 28 day of November, 1983, before me personally appeared Edward M. O'Dea, to me personally known, who being by me duly sworn says that such person is President of Itel Rail Corporation, that the foregoing Equipment Schedule No. 3 was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public



STATE OF VERMONT )  
COUNTY OF CHITTENDEN ) ss:

On this 21st day of NOVEMBER, 1983, before me personally appeared JOHN R. PENNINGTON, to me personally known, who being by me duly sworn says that such person is PRESIDENT of Vermont Railway, Inc., that the foregoing Equipment Schedule No. 3 was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public